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November 8, 2005

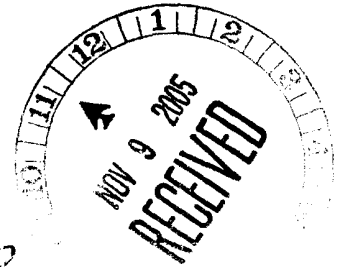
**VIA FEDEX**

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street NW, Suite 700  
Washington, D.C. 20423

RECORDATION NO. 14599-1 FILED

NOV 09 '05

12-55 PM



Dear Mr. Williams:

**SURFACE TRANSPORTATION BOARD**

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board two copies of the Termination of Trust Agreement.

The parties thereto are as follows:

Sojitz America Capital Corporation, - BENEFICIARY  
as Beneficiary  
1211 Avenue of the Americas  
New York, NY 10036-8880

U.S. Bank National Association, - OWNER TRUSTEE  
as Owner Trustee  
225 Assylum Street, 23rd Floor  
Hartford, CT 06103

The Termination is a full and complete termination of that certain Trust Agreement dated as of February 1, 1985 and recorded under Recordation No. 14599-C on March 22, 1985 and should be recorded under the next available letter under Recordation No. 14599.

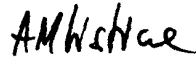
The equipment covered by the Termination is all the equipment covered in the Trust Agreement.

The recordation fee of \$33.00 is enclosed. After recordation, please return counterparts not needed by the Board, stamped with the Board's recordation data, to the undersigned at the above address.

A short summary of the document for use in the index follows:

"Termination of Trust Agreement under Recordation No. 14599."

Very truly yours,

A handwritten signature in dark ink, appearing to read "AMVistica", written in a cursive style.

Anna Maria Vistica

AMV:mk

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**TERMINATION OF TRUST AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Termination of Trust Agreement terminates the Trust Agreement (the "Trust Agreement") dated February 1, 1985, between Sojitz America Capital Corporation (as successor to Nichimen America Inc., "Sojitz"), as Beneficiary, and U.S. Bank National Association (as successor to The Connecticut National Bank, "USB"), as Owner Trustee.

WHEREAS, the Trust Agreement was recorded with the Interstate Commerce Commission on March 22, 1985 under Recordation Number 14599-C; and

WHEREAS, Instrument of Acknowledgment of Succession dated May 19, 2000 was recorded with the Surface Transportation Board ("STB") on May 19, 2000 under Recordation No. 14599-N; and

WHEREAS, Notice of Succession of Trusteeship dated August 27, 2004 was recorded with STB on September 22, 2004 under Recordation Number 14599-O; and

WHEREAS, the lien of the Indenture (the "Indenture") dated February 1, 1985 between USB, as Owner Trustee for Sojitz under the Trust Agreement, and The Bank of New York (as successor in interest to Wachovia Bank and Trust Company, N.A.), as Indenture Trustee, has been released; and

WHEREAS, principal and interest on the Loan Certificates issued under the Indenture have been paid in full; and

WHEREAS, pursuant to Section 9.3 of the Trust Agreement, Sojitz, as Beneficiary, wishes to terminate the Trust Agreement but continue the trust created by the Trust Agreement under a separate amended and restated Trust Agreement between Sojitz and USB; and

WHEREAS, Sojitz America Capital Corporation hereby confirms its obligation to indemnify USB, as Owner Trustee, in accordance with the provisions of Section 4.8 of the Trust Agreement and confirms that the obligation so to indemnify as provided in Section 3.2 of the Trust Agreement attaches to all action taken by USB, as Owner Trustee, pursuant to this direction.

NOW THEREFORE, in consideration of the premises and certain agreements between the parties hereto, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby terminate the Trust Agreement, and Sojitz hereby instructs USB, as Owner Trustee, to send the letter in Exhibit A attached hereto to the Indenture Trustee. Sojitz shall indemnify USB, as Owner Trustee, for sending such letter.

IN WITNESS WHEREOF, the parties hereto have caused this Termination of Trust Agreement to be duly executed as of the \_\_\_\_ day of \_\_\_\_\_, 2005.

SOJITZ AMERICA CAPITAL CORPORATION,

By: [Signature]  
Name: HIDEO MIYACHI  
Title: PRESIDENT

STATE OF NY )  
: ss.:  
COUNTY OF NY )

On the 29 day of August in the year 2005 before me the undersigned, a Notary Public in and for said State, personally appeared before me, personally known to me or proved to me on the basis of satisfactory evidence to be an authorized signatory of Sojitz America Capital Corporation and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument the person upon behalf of which the individual acted, executed the instrument.

[Signature]  
Notary Public

(Notarial Seal)

JUSTYNA BRZUCHNALSKA  
Notary Public - State of New York  
No. 01BR6128000  
Qualified in Kings County  
My Commission Expires 06/06/2009

U.S. BANK NATIONAL ASSOCIATION

By: K. Mitchell  
Name: Kathy L. Mitchell  
Title: Vice President

STATE OF Connecticut )  
: ss.:  
COUNTY OF Hartford )

On the 9<sup>th</sup> day of September in the year 2005 before me the undersigned, a Notary Public in and for said State, personally appeared Kathy L. Mitchell, personally known to me or proved to me on the basis of satisfactory evidence to be an authorized signatory of U.S. Bank National Association and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument the person upon behalf of which the individual acted, executed the instrument.

Karen R. Felt  
Notary Public

(Notarial Seal)

KAREN R. FELT  
NOTARY PUBLIC  
My Commission Expires 02/28/2009